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URBAN A. LESTER

August 23, 1999

RECORDATION NO. **22348** FILED

AUG 23 '99

11-00AM

Kim Bantman
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Lease, dated as of August 9, 1999, a primary document, as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Andersons, Inc.
480 W. Dussel Drive
Maumee, OH 43537

Lessee: U.S. Silica Company
Route 522 North
Berkeley Springs, WV 25411

A description of the railroad equipment covered by the enclosed document is:

set forth on Exhibit A attached to the Memorandum.

Mr. Vernon Williams
August 23, 1999
Page Two

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

MEMORANDUM OF LEASE

AUG 23 '99

11-00AM

This Memorandum of Lease is entered into as of the 9th day of August, 1999, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and U.S. Silica Company, a Delaware corporation, having its principal place of business at Rte. 522 North, Berkeley Springs, West Virginia 25411, (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated as of July 13, 1999, (the "Master Lease"), and Rider #199901-USSR1 dated as of July 13, 1999, (the "Assigned Schedule"), whereby Lessor leases to Lessee ten (10) rail cars bearing consecutive railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of three (3) years starting the first day of the month following the date of delivery of the final car.
2. (Option to Purchase Railcars)

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSOR:

Signed and acknowledged in the presence of:

Amy Boyer
Brian Coe

THE ANDERSONS, INC.

By: Richard H. SpillTitle: President, Manufacturing Group

LESSEE:

Signed and acknowledged in the presence of:

Maury E. Shively
Ann M. Cutchman Tarrus

U.S. SILICA COMPANY

By: Richard J. ShaverTitle: President/COO

STATE OF Ohio)
) SS:
COUNTY OF Lucas)

Before me, a Notary Public, in and for said county and state, personally appeared Rakesh H. Shah, the President, manufacturing Group of The Andersons, Inc., an Ohio corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

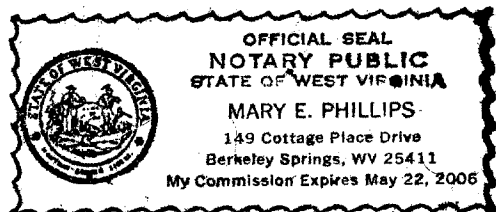
In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 16th day of August, 1999.

R. Thomas Connolly
Notary Public
My Commission Expires: 1-13-2002

STATE OF WEST VIRGINIA)
) SS:
COUNTY OF MORGAN)

R. Thomas Connolly
Notary Public, State of Ohio
My Commission Expires _____

On this 10th day of August, 1999, before me personally appeared Richard J. Shearer, to me personally known, who being duly sworn, says that he/she is the President/COO of U. S. Silica Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Mary E. Phillips
Notary Public
My Commission Expires: May 22, 2006

EXHIBIT "A"		
U.S. Silica Company		
#199901-USSR1		
CAR NUMBERS:		
1	AEX	5560
2	AEX	5564
3	AEX	5571
4	AEX	5577
5	AEX	5580
6	AEX	5584
7	AEX	5588
8	AEX	5589
9	AEX	5613
10	AEX	5791

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08/09/99